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OF COUNSEL
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June 25, 1990

RECORDATION NO 233 FILED 1425

JUN 2 5 1990 - II 45 AM WHERSTATE COMMISSION

Ms. Noreta R. McGee Secretary Interstate Commerce Commission Washington, D.C. 20423

Dear Ms. McGee:

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK *ALSO ADMITTED IN MARYLAND

Enclosed for recordation pursuant to the provisions of U.S.C. Section 11303(a) are three (3) fully executed at acknowledged original copies of a Satisfaction and Discharge (Chattel Mortgage dated June 6, 1990, a secondary document adefined in the Commission's Rules for the Recordation of Documents 49 C.F.R. Section 1177.

The enclosed document relates to the Chattel Mortgage date February 1, 1974, which was duly filed and recorded on February 1974 at 2:40 p.m. and assigned Recordation number 7331.

The name and address of the party executing the enclose document are:

The Chase Manhattan Bank, N.A. One Chase Manhattan Plaza New York, New York 10081

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the require recordation fee.

Kindly return two stamped copies of the enclosed document 1 Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street N.W., Washington, D.C. 20006.

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Ms. Noreta R. McGee June 25, 1990 Page Two

A short summary of the enclosed secondary document to appein the Commission's Index:

"Full and complete satisfaction and discharge."

Very truly yours,

Charles T. Kappler

CTK/bg Enclosures

Interstate Commerce Commission Washington, D.C. 20423

6/25/90

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/25/90 at 11:45am, and assigned recordation number(s). 7331-I,7666-C 7858-G & 16903

Sincerely yours,

Noreta R. McGee Secretary

Enclosure(s)

RECORDATION NO 235 FUED 1425

JUN 25 1990 -11 45 AM

INTERSTATE COMMISSION

SATISFACTION AND DISCHARGE

OF

CHATTEL MORTGAGE DATED FEBRUARY 1, 1974

BETWEEN

THE CHASE MANHATTAN BANK, N.A.

AND

ACF INDUSTRIES, INCORPORATED

WHEREAS, all amounts due under a certain Chattel Mortgage dated as of February 1, 1974, as supplemented and amended by certain Supplemental Agreements (the "Agreement"), made by and between THE CHASE MANHATTAN BANK, N.A. (the "Mortgagee"), and ACF INDUSTRIES, INCORPORATED (the "Company"), have been duly paid by the Company pursuant to the terms thereof;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission under 49 U.S.C. Section 11303 and assigned Recordation No. 7331; and

WHEREAS, the Company has performed all its other obligations under the Agreement and has accordingly requested the Mortgagee to execute and deliver this instrument;

NOW THEREFORE, THE CHASE MANHATTAN BANK, N.A., as Mortgagee under the Agreement, does hereby DECLARE AND CERTIFY that the Agreement has been SATISFIED AND DISCHARGED and the Mortgagee does hereby release and transfer to the Company, its successors and assigns, all its title and property in and to the railroad equipment held by it as Mortgagee pursuant to the Agreement, free of all liens and encumbrances created or retained thereby.

IN WITNESS WHEREOF, THE CHASE MANHATTAN BANK, N.A., as Mortgagee under the Agreement, has caused this instrument to be executed in its name by one of its officers thereunto duly authorized and its corporate seal to be hereunto affixed and attested this May of , 1990.

THE CHASE MANHATTAN BANK, N.A. Mortgagee

By Michael Boardman

(Corporate Seal)

Talas Manfis

Attest .

STATE	OF	NEW	YORK)	
)	SS
CITY	OF :	NEW	YORK)	

On the day of the personally came me personally came me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, did depose and say that (she is me duly sworn, who, being by me duly sworn, who, being by me duly sworn, who, being by me duly sworn, and which executed the foregoing instrument and corporation; and that (she signed his or her name thereto by like order.

Notary Publi

My commission expires:

DOLORES GONZALEZ
Notary Public, State of New York
No. 43-1501500

Qualified in Richmond County
Qualified in New York County
Certificate Filed in New York County
Commission Expires May 31, 1991